

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**SIGILON THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>47-4005543</b> (I.R.S. Employer Identification No.)
<b>100 Binney Street, Suite 600, Cambridge, MA</b> (Address of Principal Executive Offices)	<b>02142</b> (Zip Code)

**Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan  
Sigilon Therapeutics, Inc. 2020 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Rogério Vivaldi Coelho, M.D.**  
**President and Chief Executive Officer**  
**Sigilon Therapeutics, Inc.**  
**100 Binney Street, Suite 600**  
**Cambridge, MA 02142**  
(Name and address of agent for service)

**(617) 336-7540**  
(Telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

**Marc Rubenstein  
William Michener  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199-3600  
617-951-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

#### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan – Common Stock, \$0.001 par value per share	1,258,599 shares(2)	\$29.65(4)	\$37,317,460.35	\$4,071.34
Sigilon Therapeutics, Inc. 2020 Employee Stock Purchase Plan – Common Stock, \$0.001 par value per share	314,649 shares(3)	\$29.65(4)	\$9,329,342.85	\$1,017.84
<b>TOTAL</b>	1,573,248 shares		\$46,646,803.20	\$5,089.18

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Represents 1,258,599 shares of Common Stock that were automatically added to the shares authorized for issuance under the Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan (the “2020 Plan”) on January 1, 2021 pursuant to an “evergreen” provision contained in the 2020 Plan. The “evergreen” provision provides that on each January 1st from January 1, 2021 through January 1, 2030, the number of shares of Common Stock available for issuance under the 2020 Plan will automatically increase annually in an amount equal to the lesser of 4% of outstanding shares of the registrant’s Common Stock as of the close of business on the immediately preceding December 31st, or the number of shares determined by the registrant’s board of directors.
- (3) Represents 314,649 shares of Common Stock that were automatically added to the shares authorized for issuance under the Sigilon Therapeutics, Inc. 2020 Employee Stock Purchase Plan (the “ESPP”) on January 1, 2021 pursuant to an “evergreen” provision contained in the ESPP. The “evergreen” provision provides that on each January 1st from January 1, 2021 through January 1, 2030, the number of shares of Common Stock available for issuance under the 2020 ESPP will automatically increase annually in an amount equal to the lesser of 1% of outstanding shares of the registrant’s Common Stock as of the close of business on the immediately preceding December 31st, or the number of shares determined by the registrant’s board of directors.
- (4) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based on the average of the high and low prices of the registrant’s Common Stock as reported on the Nasdaq Global Select Market on March 11, 2021 to be \$30.59 and \$28.70, respectively.

## EXPLANATORY NOTE

This Registration Statement has been filed by Sigilon Therapeutics, Inc. (the “Registrant”) to register 1,258,599 additional shares of common stock to be offered pursuant to the Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan and 314,649 additional shares of common stock to be offered pursuant to the Sigilon Therapeutics, Inc. 2020 Employee Stock Purchase Plan.

This Registration Statement relates to securities of the same class as those that were previously registered by the Registrant on Form S-8 (File No. 333-251336), filed with the Securities and Exchange Commission on December 14, 2020 (the “2020 Registration Statement”). Pursuant to General Instruction E to Form S-8 regarding registration of additional securities, the entire contents of the 2020 Registration Statement are incorporated herein by reference.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

**Exhibit**

- 4.1 [Fifth Amended and Restated Certificate of Incorporation \(previously filed as Exhibit 3.1 to the Current Report Form 8-K filed on December 8, 2020 \(File No. 001-39746\) and incorporated herein by reference\).](#)
  - 4.2 [Amended and Restated Bylaws \(previously filed as Exhibit 3.2 to the Current Report Form 8-K filed on December 8, 2020 \(File No. 001-39746\) and incorporated herein by reference\).](#)
  - 4.3 [Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan \(previously filed as Exhibit 10.24 to the registration statement on Form S-1 \(File No. 333-250070\) and incorporated herein by reference\).](#)
  - 4.4 [Sigilon Therapeutics Inc. 2020 Employee Stock Purchase Plan \(previously filed as Exhibit 10.28 to the registration statement on Form S-1 \(File No. 333-250070\) and incorporated herein by reference\).](#)
  - 5.1 [Opinion of Ropes & Gray LLP](#)
  - 23.1 [Consent of PricewaterhouseCoopers LLP](#)
  - 23.2 [Consent of Ropes & Gray LLP \(included in the opinion filed as Exhibit 5.1\).](#)
  - 24.1 [Powers of Attorney \(included on the signature page in Part II\).](#)
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 18<sup>th</sup> day of March, 2021.

### SIGILON THERAPEUTICS, INC.

By: /s/ Rogerio Vivaldi Coelho, M.D.

Name: Rogerio Vivaldi Coelho, M.D.

Title: President and Chief Executive Officer

### POWER OF ATTORNEY

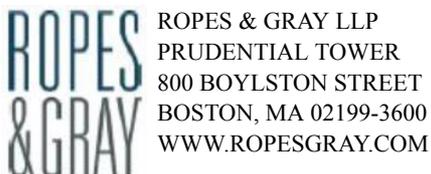
Each person whose signature appears below constitutes and appoints Rogerio Vivaldi Coelho, M.D., Glenn Reicin and Matthew Kowalsky, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Sigilon Therapeutics, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rogerio Vivaldi Coelho, M.D.</u> Rogerio Vivaldi Coelho, M.D.	President, Chief Executive Officer and Director	March 18, 2021
<u>/s/ Glenn Reicin</u> Glenn Reicin	(Principal Executive Officer) Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 18, 2021
<u>/s/ Daniel G. Anderson, Ph.D.</u> Daniel G. Anderson, Ph.D.	Director	March 18, 2021
<u>/s/ Doug Cole, M.D.</u> Doug Cole, M.D.	Director	March 18, 2021
<u>/s/ John Cox</u> John Cox	Director	March 18, 2021
<u>/s/ Stephen Oesterle, M.D.</u> Stephen Oesterle, M.D.	Director	March 18, 2021
<u>/s/ Kavita Patel, M.D.</u> Kavita Patel, M.D.	Director	March 18, 2021
<u>/s/ Robert Ruffolo, Jr., Ph.D.</u> Robert Ruffolo, Jr., Ph.D.	Director	March 18, 2021
<u>/s/ Eric Shaff</u> Eric Shaff	Director	March 18, 2021

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March 18, 2021

Sigilon Therapeutics, Inc.  
100 Binney Street, Suite 600  
Cambridge, MA 02142

Ladies and Gentlemen:

This opinion is furnished to you in connection with the registration statement on Form S-8 (the “Registration Statement”) filed by Sigilon Therapeutics, Inc., a Delaware corporation (the “Company”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of 1,573,248 shares of the common stock, \$0.001 par value per share, of the Company (the “Shares”). The Shares are issuable under the Company’s 2020 Equity Incentive Plan and 2020 Employee Stock Purchase Plan (each, a “Plan,” and collectively, the “Plans”).

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the applicable Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,  
/s/ Ropes & Gray LLP  
Ropes & Gray LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Sigilon Therapeutics Inc. of our report dated March 18, 2021 relating to the financial statements, which appears in Sigilon Therapeutics Inc. Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
March 18, 2021

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